

**PERLEMBAGAAN BAGI
PERTUBUHAN INDUK
PERHIMPUNAN BAPTIS MALAYSIA (MALAYSIA BAPTIST CONVENTION)
(PPM-001-10-17011963)**

CLAUSE 1 NAME

(1) The Association shall be known as

PERHIMPUNAN BAPTIST MALAYSIA (MALAYSIA BAPIST CONVENTION)

Hereinafter referred to as the Association.

(2) Meaning of name : TO BUILD A NETWORK OF BAPTIST CHURCHES AND MINISTRIES WORKING TOWARDS TRANSFORMING MALAYSIA AND BEYOND

(3) Level : KEBANGSAAN

CLAUSE 2 PLACE OF BUSSINESS

(1) The registered address is

NO. 2, JALAN 2/38,
46000 PETALING JAYA
SELANGOR

or at such other place as may from time to time be decided by the Committee;
and the postal address is

NO. 2, JALAN 2/38,
46000 PETALING JAYA
SELANGOR

(2) The registered and postal addresses shall not be changed without the prior approval of
the Registrar of Societies.

CLAUSE 3 OBJECTIVE

PURPOSE

The purpose of the Convention shall be:

1. to unite and represent the Baptist churches in Malaysia;

2. to spread the Christian gospel;
3. to develop church work;
4. to conduct & support welfare and social ministries;
5. to foster Christian fellowship among all Baptist churches in and beyond Malaysia;
6. to establish and operate a theological seminary for the training up of pastors and church workers;
7. to own, hold and possess movable and immovable property(ies), funds, stocks and shares or any valuables as registered and/or beneficial owner thereof;
8. to act for and hold in trust as trustee and/or agent (for management or otherwise) of any movable and immovable property(ies), funds, stocks and shares or any valuables for and on behalf of the Convention or entrusted to the Convention; and
9. to do all such other things as are incidental or conducive to the attainment of all or any of the aforementioned objects or any of them.

PRINCIPLES

To achieve the purposes of the Convention, the Convention shall adhere to the following principles:

1. Strict observance of Biblical teaching;
2. Promotion of the spirit of mutual aid and co-operative benefits among Baptist churches;
3. Development of welfare and social projects;
4. The Convention shall have no ecclesiastical authority, whatsoever, and shall not write creeds or to exercise judicial or legislative control over the churches. The Convention may however offer its good offices whenever so requested, for reconciliation and / or recommendations;
5. Non-participation in any political activities as the Convention is purely a religious body;
6. Non-division of the Convention property or income among member churches as these are to be solely used for the achievement of the Convention purpose; and
7. Independence: the Convention, being an independent body, shall not be controlled by any foreign organization.

CLAUSE 4 MEMBERSHIP

1. Condition for Membership

(a) Condition for Membership

The membership to the Convention shall be opened to all legally constituted Baptist churches in Malaysia which subscribe to the Baptist Statement of Faith presently held by the Convention.

(b) Condition for Associate Membership

Shall be opened to any Baptist churches, Baptist Associations or Baptist Organisations which subscribe to the Baptist Statement of Faith presently held by the Convention.

2. Procedure of Application for Membership and Associate Membership.

(a) The application form as prescribed by the Convention from time to time must be completed and forwarded to the Honorary Secretary of the Convention preferably three (3) months before the Annual Messengers' Conference and accompanied by the following documents:-

- (1) The constitution of the applying church;
- (2) List of church offices and number of members; and
- (3) Recommendation from member church of the Convention.
- (4) Latest financial statements.

(b) The application for membership, after examination by the Executive Committee, shall be presented to the Annual Messengers' Conference for approval by simple majority of the votes of the messengers present and voting in person at the Annual Messengers' Conference.

3. Responsibilities of Membership

(a) A member church shall actively co-operate in carrying out the purposes and programs of the Convention.

(b) Help to bear the financial responsibilities of the Convention by contributing a fair percentage of its receipts, preferably at least (10%) ten percent.

(c) If there are any subsequent changes to its Constitution the member church is to notify the Convention in writing and also forward a copy of the amended Constitution to the Convention for record purposes only.

CLAUSE 5 RESIGNATION AND TERMINATION

Termination of Membership

(a) The Convention through its Executive Committee may purpose to terminate the membership of any member churches which no longer subscribe to the condition for Membership and responsibilities.

(b) It is the express intention of the Convention that membership of any member church will only be considered for termination after due notice and hearing, and after faithful efforts have been made to bring such member church to adhere to the Condition of Membership.

(c) The termination of membership of any member church may be effected by simple majority of the votes of the messengers present and voting in person at an Annual Messengers Conference, or at an Extra-Ordinary Messengers' Conference.

Restoration

Churches whose memberships have been terminated may apply to rejoin the Convention. The Procedure for Application (Article V.2) shall apply.

CLAUSE 6 SOURCE OF INCOME

Membership admission fee of RM1.00 upon acceptance as member.
Annual membership subscription fee of RM1.00.

CLAUSE 7 GENERAL MEETING

MANAGEMENT – THE ANNUAL MESSENGERS' CONFERENCE

1. The Supreme authority of the Convention shall be vested in the Annual Messengers' Conference (hereinafter referred to as the AMC). All member churches shall send messengers to AMC, the date and place of which shall be decided by the Executive Committee.

2. The messengers sent by the member churches to the AMC shall act according to their individual conscience and not on behalf of their churches.

3. (a) The number of messengers each member church, Association or Organisation is entitled to send shall be at the ratio of 1 messenger per 20 members of the total church membership. The maximum number of messengers from any one member church, Association or Organisation shall be 10.

(b) (1) The messengers shall be appointed and certified by the member churches, association or organisation to the AMC / EMC.

(2) Each messenger shall be a member of the member church, association or organisation by which he is appointed.

(3) Messengers must be registered for eligibility to vote at the AMC / EMC.

4 (a) The Executive Committee shall convene the Annual Messengers' Conference (AMC) by giving at least 60 days' notice to member churches. The annual messengers meeting handbook together with the audited annual accounts of the previous year ending 31st December, shall be sent to member churches at least 14 days before the AMC. The AMC may be held via video conferencing so long as the members in accordance with the quorum can participate. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting(s) via video conferencing.

(b) Such notice shall be deemed to be sufficiently given by sending electronically to email addresses of the member churches. In addition, the electronic publication (online version) of the annual messengers meeting handbook together with the audited accounts can be sent via electronic means and are deemed to be valid.

(c) The onus shall be on the member churches to seek out the date, place and agenda of the AMC for the year.

(d) Motions, proposals and resolutions to be tabled for discussion at the AMC submitted by member churches shall reach the Convention Office within four weeks after receiving the notice convening the AMC under the clause 4 (a) for publication in the Annual Messengers' Meeting Handbook.

5. (a) Messengers representing more than fifty percent (50%) of the member churches of the Convention or twice the total number of members of the Executive Committee, whichever shall be lesser, shall form a quorum.

(b) If a quorum is not present at the date and time appointed, the AMC shall be adjourned to the same day of the following week at a place and time to be appointed, and should the number present then still be insufficient to form a quorum; those present shall be considered a quorum; but such a quorum shall have no power to alter or amend or add to any of the existing rules of the constitution of the Convention.

6. Should emergency matters arise which the Executive Committee is not authorized to act,

(a) An Extra-Ordinary Messengers' Conference (hereinafter referred to as the EMC) may be convened by the Chairman upon the recommendation of the Executive Committee or the joint written request of at least ten percent (10%) of the then existing member churches and delivered to the registered address of the Convention.

(b) The quorum will be messengers representing fifty percent (50%) of the member churches or twice the total number of members of the Executive Committee, whichever shall be lesser. Section 5 (b) shall apply in the event of adjournment of an EMC.

7. The AMC shall deal with the following business:

- (a) Election of office bearers of the Convention;
- (b) Receive reports from its various Boards and Agencies;
- (c) Receive the Treasurer's report and the audited annual accounts of the Convention for the previous year;
- (d) To buy and sell immovable property(ies) of the Convention.
- (e) Appointment of Auditor.
- (f) Any other matters concerning the Convention as may arise;

CLAUSE 8 **COMMITTEE**

THE GENERAL OFFICE BEARERS AND THEIR DUTIES

1. (a) The CHAIRMAN shall act as the Chairman of the AMC, EMC and all meetings of the Executive Committee. He shall also promote the objectives of the Convention in its dealing with outside persons with due consultation with the Executive Committee or the General Office Bearers. He shall be an ex-officio of all Boards.

With the Honorary Treasurer, he may sign cheques for the Convention.

(b) The VICE-CHAIRMAN shall assist the Chairman and shall deputize for the Chairman in the latter's absence.

He shall perform general public relations duties for the Convention.

In case of death or disability of the Chairman, the Vice-Chairman shall automatically succeed in order to the office of Chairman.

With the Honorary Treasurer, he may sign cheques for the Convention.

(c) The HONORARY SECRETARY shall be the secretary to the Executive Committee, the AMC and the EMC. He shall keep minutes of all the meetings mentioned above.

With the Honorary Treasurer, he may sign cheques for the Convention.

(d) The HONORARY TREASURER shall be responsible for the safe-keeping of all funds and all proper books of accounts. He shall submit an annual financial report to the AMC and shall also furnish periodic (preferably monthly) reports to the Convention.

With either one of the following four persons: Chairman, Vice-Chairman, Honorary Secretary or anyone named by the Executive Committee, he shall sign cheques for the Convention.

2. Tenure of Office

(a) Each of the four general office bearers, i.e. chairman, vice chairman, secretary and treasurer will be elected to serve one term of three years. They are eligible for re-election to the same office for another term of three years after which they shall take a break of one year. Subsequently after a lapse of one year they may each be elected to the same office.

(b) If the church of whom a General Office Bearer is a member terminates its membership, the General Office Bearer may only continue to serve until the next AMC at the invitation of the Executive Committee.

THE BOARDS OF THE CONVENTION

For the effective functioning of the Convention, it may establish Boards, Commissions and Committees to carry out its work. All Boards, Commissions and Committees shall be guided by their own policies and by-laws approved and adopted by the AMC.

CLAUSE 9 DUTIES OF OFFICE BEARERS

THE EXECUTIVE COMMITTEE AND ITS DUTIES

1. The Executive Committee shall comprise the four elected General Office Bearers and the Chairman of each of the Boards.

2. All the Executive Committee members and every officer performing executive functions in the Convention shall be Malaysian citizens.

3. The duties of the Executive Committee shall be as follows:-

(a) Co-ordination of program, activities' and emphasis of the Convention according to its purpose.

(b) To formulate and recommend the budget of the Convention to the AMC.

(c) To represent the Convention in its dealings with all outside bodies.

(d) Monitoring of the function of the various Boards of the Convention. When the Executive Committee considers that any Board of committee has departed from its own policies or purpose(s) of the Convention, the Executive Committee may counsel with the Board members; and if necessary, intervene into the matters related to the Board(s) if the problem(s) is deemed serious enough.

(e) Preparation for and convening the AMC and the EMC.

4. For the general administration of the affairs of the Convention and for the promotion of the cause of the Convention, the Executive Committee in consultation

with various Boards may on behalf of the Convention employ a General Secretary and/or any other staff.

(a) The General Secretary and/or any other staff of the Convention, as the case maybe is an employee of the Convention and shall be responsible to the Executive Committee in his dealings with the Convention.

(b) Principal duties of the General Secretary:

(1) The General Secretary is the Chief Administrative and Co-ordinating officer of the Convention.

(2) He is also an ex-officio of the Executive Committee to all the Boards (including all their agencies), and all Committees of the Convention.

(3) His duties includes:

(i) Visiting, sharing and realizing the Convention's visions and activities with Churches.

(ii) Mobilizing Churches to be involved in Mission and Church Planting partnership.

(iii) Sharing and helping to implement the Executive Committee's decisions.

(iv) Assisting the Executive Committee and the various Boards in organizing retreats, rally, conferences, etc.

(v) Planning and co-ordinating the yearly Messengers' Conference.

(vi) Representing the Convention and liaising with various denominations and organizations.

(vii) Assisting in raising fund for the Convention.

5. EXECUTIVE COMMITTEE (EXCO) MEETINGS

(a) Notice calling for an Executive Committee (EXCO) meeting shall be given by the Chairman of the Executive Committee or the Honorary Secretary to all its members at least seven (7) days before the date fixed for the meeting. Notices of Executive Committee meetings can be sent via electronic means and are deemed to be valid Notices thereat.

(b) The Meetings of the Executive Committee may be held by Internet discussions / video conferencing / telephone conferencing / electronic transmissions so long as the Executive Committee members in accordance with the quorum can participate. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting(s).

(c) Not less than two third (2/3) of its total members shall constitute a quorum and in the event of an emergency, the EXCO meeting shall be deemed to be legally convened if at least two third (2/3) of its total members are present in person or via Internet discussions / video conferencing / telephone conferencing / electronic transmissions platform(s) for the meeting.

(d) Where any urgent matter requiring the approval of the Executive Committee arises and it is not possible to convene a meeting, the Secretary may obtain such approval for any proposal by means of a circular letter via email or any other agreed online messaging applications, provided that the following conditions are complied with:

(1) The relevant issue and any proposal must be clearly set out in the circular (via email, WhatsApp or other agreed online messaging applications) and forwarded to all members of the Executive Committee.

(2) At least two third (2/3) of the members of the Executive Committee must respond by way of e-mail, or other agreed online messaging applications or any other form of written communication.

(3) Any decision taken by the Executive Committee on any such proposal must be approved by at least two third (2/3) of Executive Committee members.

(4) Any decision obtained by circular letter shall be reported by the Secretary to the next Executive Committee meeting and recorded in the minutes thereof.

CLAUSE 10 FINANCIAL PROVISION

The Executive Committee may approve discretionary expenditure up to RM 500,000.00 per year.

The General Meeting may approve expenditure up to RM 25,000,000.00

CLAUSE 11 AUDITORS

AUDITORS

The AMC shall elect a qualified auditor who is not a member of the Executive Committee to audit and certify the accounts of the Honorary Treasurer to be presented at the next AMC.

CLAUSE 12 PROPERTY ADMINISTRATOR

TRUSTEES

1. When the Convention acquires any immovable property(ies) in the names of the

individual Trustees, the property shall be registered or vested in the names of the Trustees subject to the terms and conditions specified or to be specified by the Convention and contained in a declaration of trust. There shall not be more than four nor fewer than three trustees. Immovable property(ies) may also be acquired in the name of the Convention and the signatories of all documents relating thereto shall be done in accordance with the relevant laws then applicable.

2. Criteria for Trustees

(a) Serve for a 5-year term. Upon completion of the 5-year term, the term of the trustee(s) can be renewed for another 5 years.

(b) Sign a declaration of trust (agreement) with MBC that he is acting as trustee for MBC and that such immovable properties and assets belong to MBC and cannot be passed on to his next of kin.

(c) Any trustee at any time may resign from his trusteeship by giving a written notice and such signed notice can be sent via email to Chairman of MBC.

(d) If a trustee dies, or become of unsound mind, or is absent from Malaysia without leave from the Convention for more than one year, he shall be deemed to have resigned from his trusteeship. If a trustee is guilty of misconduct so as to render it undesirable that he continues as a trustee, the AMC or EMC may remove him and a new trustee appointed to fill the vacancy.

3. Notwithstanding any provisions to the contrary contained in the Constitution of the Malaysia Baptist Convention (“MBC”) and the bylaws applicable from time to time, MBC shall be authorized to hold both movable and immovable properties of any type and nature including lands and on any term whatsoever determined by MBC, for any members of MBC. Provided always that such member whose property are held in trust by MBC shall at all times indemnify MBC for any cost, loss and damages arising therefrom.

4. All documents signed by members of MBC vesting all properties held in trust by MBC for such members shall always include a provision that MBC shall only transfer and/or deal with such properties held in trust only upon receipt by MBC of a written resolution acceptable to MBC and passed in a general meeting of that member by not less than two-thirds (2/3) majority.

5. If for any reasons whatsoever the member of MBC whether a corporation, society or as an entity or grouping of people is dissolved or terminated or cease for any reasons whatsoever to exist without specific instructions in accordance with the trust to deal with the property held under trust by MBC, MBC shall be expressly authorized and mandated and empowered to sell and/or deal with the property held under trust on any terms and at any time as MBC in their sole and absolute discretion shall deem appropriate and thereafter to report to the next following Annual Messengers Conference of members of MBC on the status.

6. Alternatively a Trust Corporation may be appointed by an AMC or EMC in place

of the trustees.

7. The appointed trustees are:

- (1) Chan Theam Lai
- (2) Lee Chai Peng
- (3) Chin Lee Yean

CLAUSE 13 INTERPRETATION

INTERPRETATION

1. In the event of any question or matters arising out of any point which is not expressly provided for in this Constitution; or in the event of ambiguity in the interpretation of this Constitution, the Executive Committee shall have the power to make decisions who shall seek the ratification/affirmation of the AMC.

2. Should there be differences in meaning between the registered and translated version of the Constitution, the registered version shall prevail.

CLAUSE 14 ADVISOR/PATRON

INTERPRETATION

1. In the event of any question or matters arising out of any point which is not expressly provided for in this Constitution; or in the event of ambiguity in the interpretation of this Constitution, the Executive Committee shall have the power to make decisions who shall seek the ratification/affirmation of the AMC.

2. Should there be differences in meaning between the registered and translated version of the Constitution, the registered version shall prevail.

CLAUSE 15 PROHIBITION

Members are prohibited from engaging in criminal and illegal activities.

CLAUSE 16 AMENDMENT OF CONSTITUTION

AMENDMENTS TO CONSTITUTION

This Constitution shall not be amended except by a resolution approved by three quarters of the messengers present and voting at an AMC. Such alterations or amendments shall take effect from the date of their approval by the Registrar of Societies.

CLAUSE 17 DISSOLUTION

DISSOLUTION

1. This Convention shall not be dissolved, except with the consent of not less than three quarters of the authorized messengers from member churches present and voting in person only at a Messengers' Conference convened for the purpose, with due notice thereof having been given to all member churches.

2. In the event of the Convention being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged, the remaining funds shall be disposed of in such manner as may be decided upon by a Messengers' Conference and return the immovable property held by the Convention upon trust for such member church by transferring such immovable property to the latter or such persons as may be directed by the latter at its costs and expenses.

3. Notice of the dissolution shall be made known to the Registrar of Societies within fourteen days of such dissolution.

CLAUSE 18 **FLAG, LOGO AND BADGE**

gambar

LAMPIRAN

1. Bendera

-

2. Lambang

-

3. Lencana

-